

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUPS, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-36313 (DRJ)

Jointly Administered

NOTICE OF BID RESULTS

[Relates to Dkt Nos. 925 & 1178]

PLEASE TAKE NOTICE that, on March 19, 2020, the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) entered the *Order (I) Approving Bidding Procedures for Sale of Debtors’ Assets, (II) Scheduling Hearing to Approve Sale of Debtors’ Assets, (III) Approving Form and Manner of Notices of Sale and Sale Hearing, (IV) Approving Assumption and Assignment Procedures, and (V) Granting Related Relief* [D.I. 1178] (the “**Bidding Procedures Order**”)².

PLEASE TAKE FURTHER NOTICE that, as required in the Bidding Procedures Order, the Debtors are filing copies of the bids that the Debtors received pursuant to the Bidding Procedures Order substantially contemporaneously herewith (the “**Notice of Bids**”).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, as required in the Bidding Procedures Order, the Debtors have designated the following Successful Bids and, as applicable, the Alternate Bids for certain lots of Bid Assets, subject to the execution of final documentation and the entry of Sale Orders by the Bankruptcy Court approving the sales to the Successful Bidders (or, if necessary, the Alternate Bidders):

Bid Assets	Successful Bidders	Alternate Bidders
Assets, rights, interests, and properties relating to facilities in: Athens, Tennessee Albuquerque, New Mexico Belvidere, Illinois Billings, Montana Birmingham, Alabama Boise, Idaho Burlington, New Jersey City of Industry (North), California City of Industry (South), California Dallas, Texas Decatur, Indiana De Pere, Wisconsin El Paso, Texas Englewood, Colorado Franklin, Massachusetts Grand Rapids, Michigan Great Falls, Montana Greely, Colorado Harvard, Illinois High Point, North Carolina Houston, Texas Huntington, Indiana Lansdale, Pennsylvania Las Vegas, Nevada Lebanon, Pennsylvania Le Mars, Iowa Lubbock, Texas Marquette, Michigan Nashville, Tennessee (two plants) Orlando and Orange City, Florida Rensselaer, New York	Dairy Farmers of America, Inc.	Harvard, Illinois and Rockford, Illinois, De Pere, Wisconsin: Country Delight Salt Lake City, Utah, Boise, Idaho, and Billings, Montana: Darigold, Inc. Albuquerque, New Mexico, Lubbock, Texas, and El Paso, Texas: Golden West Dairy, LLC City of Industry (South), California: Hollandia Dairy, Inc. High Point, North Carolina: Maryland and Virginia Milk Producers Cooperative Association, Inc. Nashville (Country Delite): OP Church Street Property, LLC Las Vegas, Nevada: Producers Dairy Foods Rensselaer, New York and Sharpsville, Pennsylvania: Upstate Niagara Cooperative, Inc.

<p>Rockford, Illinois Salt Lake City, Utah San Antonio, Texas Schuylkill, Pennsylvania Sharpsville, Pennsylvania St. George, Utah Spartanburg, South Carolina Springfield, Ohio Toledo, Ohio Wilbraham, Massachusetts Winston-Salem, North Carolina</p> <p>For the avoidance of doubt, the Dairy Farmers of America, Inc. bid excludes those assets related to the Good Karma, Franklin Plastics, Uncle Matt's Organic, and the Digester JV Business</p>		
<p>Assets, rights, interests, and properties relating to facilities in: Birmingham, Alabama (milk) Tulsa, Oklahoma, Sioux Falls, South Dakota Bismarck, North Dakota Woodbury, Minnesota Marietta, Ohio O'Fallon, Illinois Hammond, Louisiana Akron, Ohio Livonia, Michigan Customer list related to the facility located at Louisville, Kentucky</p>	Prairie Farms Dairy, Inc.	<p>Marietta, Ohio: United Dairy, Inc.</p>
<p>Assets, rights, interests, and properties relating to facilities in: Miami, Florida</p>	Mana Saves McArthur, LLC	Cream-O-Land Dairies, LLC
<p>Assets, rights, interests, and properties relating to facilities located in Reno, Nevada and the "Berkeley Farms: trademark and related intellectual property</p>	Producers Dairy Foods	

All assets, rights, and properties in connection with or relating to the business of manufacturing, marketing, distribution, and selling of “Uncle Matt’s Organic” – branded juice products and popsicles.	Harmoni, Inc.	
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PLEASE TAKE FURTHER NOTICE that copies of the Successful Bids and Alternate Bids, as applicable, were included in the Notice of Bids.

PLEASE TAKE FURTHER NOTICE that the Debtors will promptly file, in connection with each Sale Transaction for the Successful Bids, (a) a form of Sale Order approving the Sale Transaction and (b) the Proposed Assumed Contracts Schedule.

PLEASE TAKE FURTHER NOTICE that objections to a Sale Order or a Sale Transaction must (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) comply with the Bankruptcy Code, Bankruptcy Rules and Local Rules, and (d) **April 1, 2020 at 12:00 p.m. (prevailing Central Time)** by be (i) filed with the Court and (ii) be served on (A) counsel to the Debtors, (1) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Brian M. Resnick, Steven Z. Szanzer, and Nate Sokol, and (2) Norton Rose Fulbright US LLP, 1301 McKinney Street, Suite 5100, Houston, Texas 77010, Attn: William Greendyke, Jason L. Boland, Robert B. Bruner, and Julie Harrison, (B) (1) counsel to the DIP Agent and the Prepetition Agent, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn: Scott Greissman, Philip Abelson, and Elizabeth Feld and (2) Gray Reed, 1300 Post Oak Blvd, Suite 2000, Houston, TX 77056, Attn: Jason S. Brookner, (C) counsel to the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Philip Dublin and Meredith Lahaie, and (D) the U.S. Trustee (collectively, the “**Objection Notice Parties**”). .

PLEASE TAKE FURTHER NOTICE that, pursuant to the Assumption and Assignment Procedures, objections to the proposed assumption and assignment of an Assumed Contract or Assumed Lease with respect to the Debtors’ proposed Cure Costs, if any, or the ability of the Successful Bidder(s) to provide adequate assurance of future performance must (a) be in writing, (b) comply with the Bankruptcy Code, Bankruptcy Rules, and Local Rules, (c) state, with specificity, the legal and factual bases thereof, including, if applicable, the Cure Cost that the Counterparty believes is required to cure defaults under the relevant Assumed Contract or Assumed Lease, and (d) by no later than **April 1, 2020 at 12:00 p.m. (prevailing Central Time)**, (i) be filed with the Court and (ii) be served on the Objection Notice Parties.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Sale Transaction(s) is scheduled for **April 3, 2020, at 9:00 a.m. (prevailing Central Time)** at the Bankruptcy Court, at 515 Rusk Street, Houston, TX 77002.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order, Notice of Bids, and any other related documents filed with the Court are available free of charge on the Debtors' case information website, located at <https://dm.epiq11.com/SouthernFoods> or can be requested by email at DeanInfo@epiqglobal.com.

Dated: March 30, 2020
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ William R. Greendyke

William R. Greendyke (SBT 08390450)
Jason L. Boland (SBT 24040542)
Robert B. Bruner (SBT 24062637)
Julie Goodrich Harrison (SBT 24092434)
1301 McKinney Street, Suite 5100
Houston, Texas 77010-3095
Tel.: (713) 651-5151
Fax: (713) 651-5246
william.greendyke@nortonrosefulbright.com
jason.boland@nortonrosefulbright.com
bob.bruner@nortonrosefulbright.com
julie.harrison@nortonrosefulbright.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Elliot Moskowitz (admitted *pro hac vice*)
Steven Szanzer (admitted *pro hac vice*)
Nate Sokol (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Fax: (212) 701-5800
brian.resnick@davispolk.com
elliott.moskowitz@davispolk.com
steven.szanzer@davispolk.com
nathaniel.sokol@davispolk.com

Counsel to the Debtors and Debtors in Possession